

RECORDATION NO. 24550-B FILED

AUG 12 '03

11-44 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 12, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease, dated as of August 12, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreements which are being filed with the Board under Recordation Numbers 24550 and 24550 -A.

The names and addresses of the parties to the enclosed document are:

Head Lessor:	Lloyds TSB Equipment Leasing (No. 5) Limited C/o Lloyds TSB Leasing 25 Gresham Street London EC2V 7HN England
Head Lessee:	North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing) c/o Babcock & Brown LP 230 Park Avenue New York, NY 10169

Mr. Vernon A. Williams
August 12, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

50 flatcars AOK 21530 – AOK 21579
385 boxcars UP 354615 – UP 354999

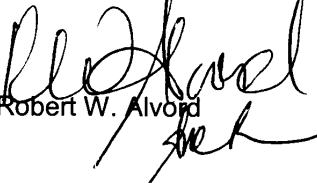
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE, dated as of this 12th day of August, 2003, is made by Lloyds TSB Equipment Leasing (No. 5) Limited (as novatee of BBRM Sub #1 LLC), a limited liability company organized under the laws of England and Wales, with an address at 25 Gresham Street, London EC2V 7HN, United Kingdom (the "Head Lessor") and North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), a Delaware limited liability corporation, with an address at 230 Park Avenue, 32nd Floor, New York, NY 10169 (the "Head Lessee") and, together with the Head Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Head Lessor and the Head Lessee entered into that certain Master Railcar Head Lease Agreement (BBRL II) dated as of August 7, 2003 (the "Head Lease") covering the equipment listed on Schedule A hereto (the "Equipment");


WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Head Lease, and the respective interests therein of the Parties, including, but not limited to, the leasehold interest of the Head Lessee in the Equipment, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties, by this instrument the Head Lessor hereby leases and confirms the lease of the Equipment to the Head Lessee in accordance with the terms and conditions of the Head Lease, and the Head Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties
hereto as of the date first above written.

LLOYDS TSB EQUIPMENT LEASING (NO. 5)
LIMITED, as Head Lessor

By: 
Name: Owen Harrington
Title: Attorney-in-fact

NORTH AMERICA RAIL LEASING #2 LLC
(d/b/a BABCOCK & BROWN RAIL LEASING),
as Head Lessee

By: _____
Name:
Title:

MEMO OF LEASE

State of New York)
)
County of New York)

On this, the 11th day of August, 2003, before me, a Notary Public in and for said County and State, personally appeared Drew Harrington of Lloyds TSB Equipment Leasing (No. 5) Limited, who acknowledged himself/herself to be a duly authorized officer of Lloyds TSB Equipment Leasing (No. 5) Limited, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

FRANCIS BYUN
NOTARY PUBLIC, State of New York
No. 0187688798
Certificate Filed in New York County
Commission Expires March 17, 2007

Name: [Signature]
Notary Public

My Commission Expires: March 17, 2007

Residing in: New York, New York


MEMO OF LEASE

IN WITNESS WHEREOF, this instrument has been duly executed by the Parties
hereto as of the date first above written.

LLOYDS TSB EQUIPMENT LEASING (NO. 5)
LIMITED, as Head Lessor

By: _____
Name:
Title:

NORTH AMERICA RAIL LEASING #2 LLC
(d/b/a BABCOCK & BROWN RAIL LEASING),
as Head Lessee

By:  _____
Name: Victoria McManus
Title: President

MEMO OF LEASE

State of New York)
)
County of New York)

On this, the 11th day of August, 2003, before me, a Notary Public in and for said County and State, personally appeared Victoria McManus, President of North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), who acknowledged herself to be a duly authorized officer of North America Rail Leasing #2 LLC (d/b/a Babcock & Brown Rail Leasing), and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Jennifer Moreno
Notary Public

My Commission Expires: 01/24/2006

Residing in: _____

Jennifer Moreno
Notary Public, State of New York
No. 01MO6036946
Qualified in Queens County
Commission Expires January 24, 2006

MEMO OF LEASE

SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
50	73' 0" 110-ton Centerbeam Car, Plate C, 286,000 lb Gross Rail Load	AOK 21530-21579, inclusive
385	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	UP 354615-354999, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy of a Memorandum of Lease with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 12, 2013

Ed M Luria
Edward M. Luria